

B. JOHN CASEY, OSB No. 120025
john.casey@stoel.com
RACHEL C. LEE, OSB No. 102944
rachel.lee@stoel.com
JACOB GOLDBERG, OSB No. 162565
jacob.goldberg@stoel.com
STOEL RIVES LLP
760 SW Ninth Avenue, Suite 3000
Portland, OR 97205
Telephone: 503.224.3380

MATTHEW M. WOLF (*Pro Hac Vice*)
matthew.wolf@arnoldporter.com
ARNOLD & PORTER KAYE SCHOLER LLP
601 Massachusetts Avenue, NW
Washington, DC 20001
Telephone: 202.942.5000

Attorneys for Defendant The Kroger Company

UNITED STATES DISTRICT COURT
DISTRICT OF OREGON
PORTLAND DIVISION

FEDERAL TRADE COMMISSION, STATE
OF ARIZONA, STATE OF CALIFORNIA,
DISTRICT OF COLUMBIA, STATE OF
ILLINOIS, STATE OF MARYLAND, STATE
OF NEVADA, STATE OF NEW MEXICO,
STATE OF OREGON, and STATE OF
WYOMING,

Plaintiffs,

v.

THE KROGER COMPANY and
ALBERTSONS COMPANIES, INC.,

Defendants.

Case No.: 3:24-cv-00347-AN

**DECLARATION OF SONIA K.
PFAFFENROTH IN SUPPORT OF
DEFENDANTS' RESPONSE TO
PLAINTIFFS' MOTION FOR A
PRELIMINARY INJUNCTION**

REDACTED

I, Sonia K. Pfaffenroth, declare as follows:

1. I am a partner in the law firm of Arnold & Porter Kaye Scholer LLP, counsel for Defendant The Kroger Co. (“Kroger”) in the above-captioned case. I am over the age of eighteen and competent to testify in this matter. I make this declaration in support of Defendants’ Response to Plaintiffs’ Motion for a Preliminary Injunction.

2. Attached to this Declaration are true and correct copies of, or excerpts of, the documents listed in the following table:

DX 0090	DX 0608	DX 2257	DX 2623
DX 0108	DX 0637	DX 2268	DX 2625
DX 0143	DX 0795	DX 2273	DX 2718
DX 0149	DX 0929	DX 2283	DX 2736
DX 0149A	DX 0943	DX 2304	DX 2738
DX 0149B	DX 0953	DX 2308	DX 2739
DX 0149C	DX 1058	DX 2311	DX 2740
DX 0149D	DX 1112	DX 2318	DX 2838
DX 0149E	DX 1134	DX 2322	PX 2412
DX 0149F	DX 1135	DX 2344	PX 4014
DX 0149G	DX 1187	DX 2357	PX 4029
DX 0149H	DX 1234	DX 2358	PX 4042
DX 0149I	DX 1245	DX 2359	PX 4050
DX 0206	DX 1251	DX 2360	PX 4054
DX 0223	DX 1254	DX 2361	PX 4059
DX 0301	DX 1255	DX 2363	PX 4060
DX 0302	DX 1290	DX 2364	PX 4061
DX 0308	DX 1290A	DX 2367	PX 4064
DX 0315	DX 1635	DX 2375	PX 4066
DX 0321	DX 1674	DX 2500	PX 4072
DX 0323	DX 1682	DX 2501	PX 4076
DX 0324	DX 1727	DX 2502	PX 4081
DX 0333	DX 1954	DX 2503	PX 4097
DX 0336	DX 1979	DX 2503	PX 4099
DX 0338	DX 1984	DX 2507	PX 4104
DX 0346	DX 1988	DX 2509	PX 4115
DX 0348	DX 2041	DX 2511	PX 4128

DX 0401	DX 2094	DX 2512	PX 4131
DX 0417	DX 2182	DX 2524	PX 6077
DX 0420	DX 2213	DX 2525	PX 6153
DX 0425	DX 2219	DX 2528	PX 7004
DX 0454	DX 2237	DX 2529	PX 7006
DX 0510	DX 2238	DX 2530	
DX 0523	DX 2239	DX 2531	
DX 0586	DX 2251	DX 2552	

3. Attached to this Declaration as **Exhibit A** is a true and correct copy of excerpts of the July 29, 2024 deposition of John Conlin (Target) in this action.

4. Attached to this Declaration as **Exhibit B** is a true and correct copy of excerpts of Revised Exhibit 27-1 to the Kroger Second Request Responses.

5. Attached to this Declaration as **Exhibit C** is a true and correct copy of excerpts of the August 2, 2024 deposition of Dr. Orley Ashenfelter in this action.

I declare under penalty of perjury that the foregoing is true and correct.

DATED: August 12, 2024

/s/ Sonia K. Pfaffenroth
SONIA K. PFAFFENROTH (DC Bar # 467946)
ARNOLD & PORTER KAYE SCHOLER LLP
601 Massachusetts Avenue, NW
Washington, DC 20001
Phone: 202.942.5000
sonia.pfaffenroth@arnoldporter.com

Attorney for Defendant The Kroger Co.